

LAW OFFICES  
**MORGAN, LEWIS & BOCKIUS LLP**  
101 PARK AVENUE  
NEW YORK, NEW YORK 10178  
(212) 309-6000  
ATTORNEYS FOR DEFENDANTS

**UNITED STATES DISTRICT COURT  
SOUTHERN DISTRICT OF NEW YORK**

BRUCE DUNN, MICHAEL WEISSMAN AND  
JAMES VERRASTER,

Plaintiffs,

-against-

STANDARD BANK LONDON LTD., AND  
STANDARD INTERNATIONAL HOLDINGS,

Defendants.

Index No. 05 CV 2749

**AFFIDAVIT OF MARAL N. KAZANJIAN IN  
OPPOSITION TO MOTION FOR RECONSIDERATION AND IN SUPPORT OF  
CROSS-MOTION FOR SUMMARY JUDGMENT**

STATE OF NEW YORK     )  
                                  ) ss.:  
COUNTY OF NEW YORK    )

Maral N. Kazanjian, being duly sworn deposes and says:

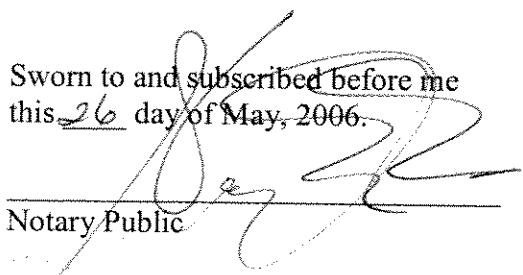
1. I am an associate with the law firm of Morgan, Lewis & Bockius LLP, counsel for Defendants Standard Bank London Ltd. ("Standard London") and Standard International Holdings ("Standard International") (collectively "Defendants"). I submit this affidavit in support of Defendants' Cross-Motion for Summary Judgment.

2. Attached at tab A is a true and correct copy of the Certificate of Incorporation for Standard New York Trading Corp. ("Standard New York").
3. Attached at tab B are true and correct copies of Standard New York's Stockholder and Board of Director Meeting Minutes and Resolutions.
4. Attached at tab C is a true and correct copy of Defendants' Responses to Plaintiffs' First Set of Interrogatories.
5. Attached at tab D are true and correct copies of Standard New York's U.S. Corporation Income Tax Returns for 2004.
6. Attached at tab E is a true and correct copy of the relevant pages from the Deposition of Willy Pfiffner ("Pfiffner Dep.").
7. Attached at tab F is a true and correct copy of Plaintiffs' Second Amended Complaint in this action.
8. Attached at tab G is a true and correct copy of Plaintiffs' Offer Letters.
9. Attached at tab H is a true and correct copy of Plaintiff Bruce Dunn's Complaint in this action.
10. Attached at tab I is a true and correct copy of Plaintiffs' Amended Complaint in this action.
11. Attached at tab J is a true and correct copy of the Court's January 30, 2006 Opinion and Order.
12. Attached at tab K is a true and correct copy of the Court's March 7, 2006 Opinion and Order.

I declare under penalty of perjury that the foregoing is true and correct.

  
Maral N. Kazanjian

Sworn to and subscribed before me  
this 26 day of May, 2006.

  
Notary Public

NORMA E. MONDONEDO  
Notary Public, State of New York  
No. 01MO4875002  
Qualified in Nassau County  
Certificate Filed in New York County  
Commission Expires 7-24-2010